

EXHIBIT A

PARCEL I:

Real Property in the City of South San Francisco, County of San Mateo, State of California, a portion of the lands of W.P. Fuller and Company shown on the Record of Survey recorded in Volume 6 of L.L.S. Maps at page 117 in the Records of said County, described as follows:

Beginning at the Southwesterly corner of the 18.5695 acre parcel shown on said Map; thence through the following numbered courses:

1. North 00° 14' 37" West along the Westerly line of said Parcel 408.03 feet to the Southerly line of the Southern Pacific Company Right-of-Way shown as East Grand Avenue (60 feet wide) on said Map and a point on a non-tangent curve to the left from which the radius point lies North 39° 14' 21" West 413.10 feet.
2. Easterly along said curve through a central angle of 01° 38' 21" an arc distance of 11.82 feet.
3. North 49° 07' 18" East tangent to said curve 140.89 feet.
4. South 86° 44' 41" East 672.34 feet.
5. South 03° 10' 20" West 515.30 feet to the Southerly line of said 18.5695 acre parcel.
6. North 86° 44' 37" West along said Southerly line 551.30 feet.
7. North 86° 14' 41" West along said Southerly line 206.61 feet to the point of beginning.

Said lands are described as Parcel "A" in that certain Lot Line Adjustment recorded March 25, 1996 as Document No. 96035012.

APN: 015-102-280

JPN: 015-010-102-05A

PARCEL II:

A portion of the lands of W.P. Fuller and Company shown on the Record of Survey recorded in Volume 6 of L.L.S. Maps at Page 117 in the records of said county, described as follows:

BEGINNING at the intersection of the Westerly line of the 18.5695 acre parcel shown on said map with the Southerly line of the Southern Pacific Co. Right-of-Way shown as East Grand Avenue (60 feet wide) on said map and a point on a non-tangent curve to the left from which the radius point lies North 39° 14' 21" West 413.10 feet; thence through the following numbered courses:

- 1) Easterly along said curve through a central angle of 01° 38' 21" an arc distance of 11.82 feet
- 2) North 49° 07' 18" East tangent to said curve 140.89 feet.
- 3) South 86° 44' 41" East 672.34 feet.
- 4) South 03° 10' 20" West 515.30 feet to the Southerly line of said 18.5695 acre parcel.
- 5) South 86° 44' 37" East along said Southerly line 435.13 feet to the Easterly line of the lands shown on said map.
- 6) North 03° 15' 23" East along said Easterly line 865.45 feet.
- 7) North 03° 28' 53" East along said Easterly line 100.00 feet to the Northerly line of the lands shown on said map.
- 8) North 86° 44' 37" West along said Northerly line 1252.36 feet to the Westerly line of the 6.6796 acre parcel shown on said map.
- 9) South 00° 14' 37" East along said Westerly line and its Southerly extension 557.42 feet to the point of beginning.

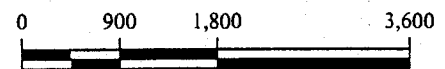
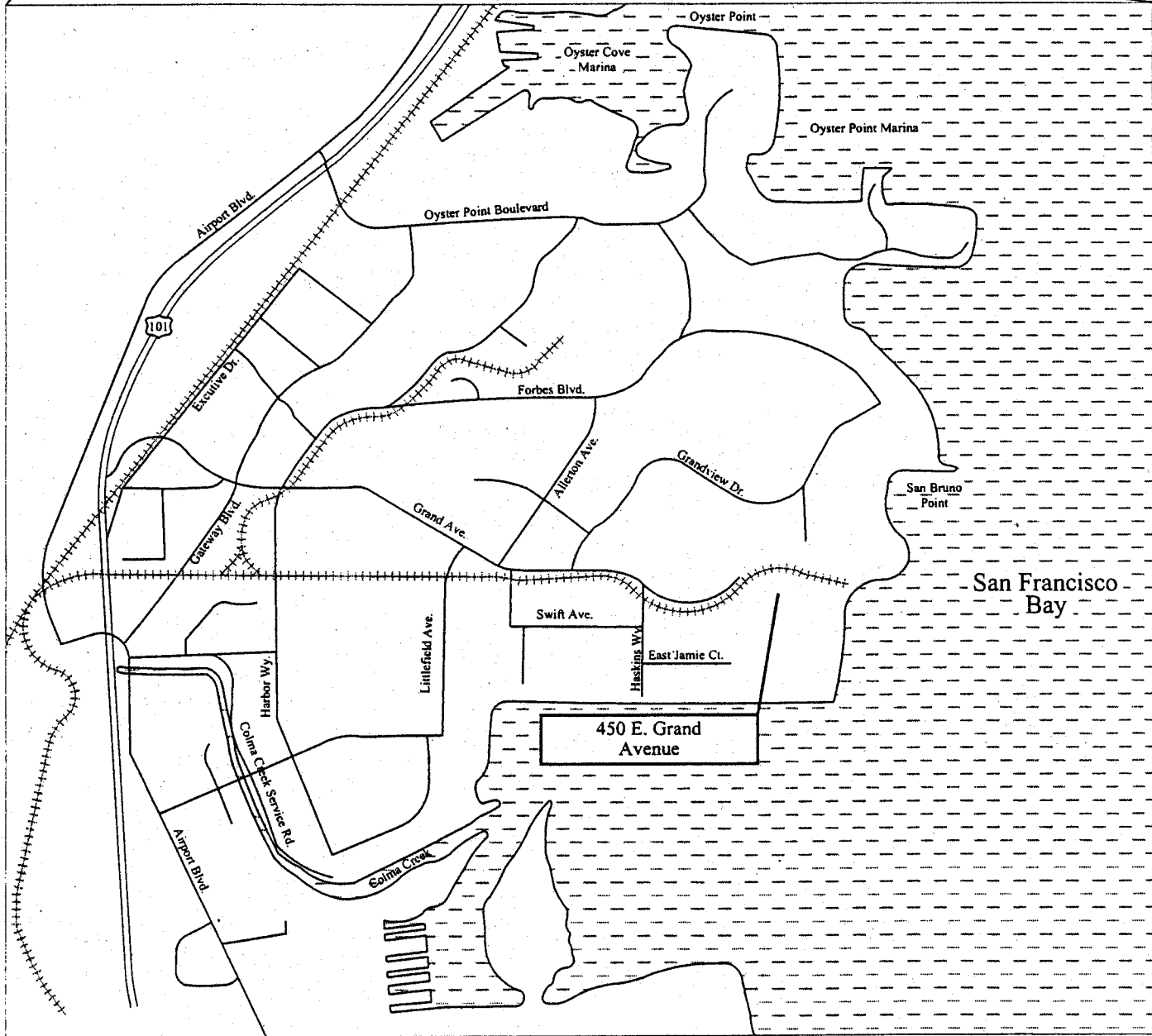
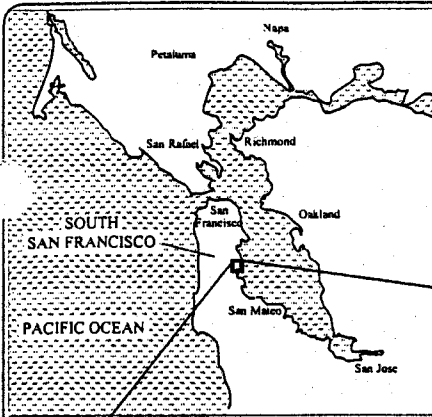
EXCEPTING THEREFROM the portions Deeded to the City of South San Francisco and accepted by the Resolution recorded in Reel 7756 at Image 418 in the Official Records of said County.

Said lands being described as Parcel "B" in that certain Lot Line Adjustment recorded March 25, 1996, as Document No. 96035012.

A.P. No.: 015-101-090
015-102-280

JPN 015 010 102 08.01 A
015 010 102 08 A

EXHIBIT B



Scale in Feet

No.	Date	Revision	Approved

HA Henshaw Associates, Inc.
Environmental Engineering Services

11875 Dublin Blvd., Suite A-200 • Dublin, California 94568

Date:	7/11/2001
Designed:	OS
Drawn:	OS
Checked:	MH
DWG file:	10913-01

PROPERTY LOCATION MAP
Phase III RFI/Current Conditions Report
450 E. Grand Avenue
South San Francisco, California

Figure
1
Project
233.E.01

EXHIBIT D

Slough SSF, LLC
444 North Michigan Avenue, Suite 3230
Chicago, Illinois 60611

February 11, 2005

Barbara Coler, Chief
Permitting and Corrective Action Division
Department of Toxic Substances Control
700 Heinz Avenue
Berkeley, California 94710

Re: Commitment Letter for 450 East Grand Avenue, South San Francisco, CA

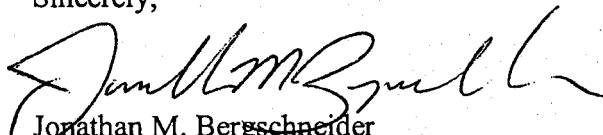
Ladies and Gentlemen:

Slough SSF, LLC ("Slough"), the current owner of the above-referenced site, confirms Slough's commitment to enter into an Operation and Maintenance Agreement, as described below, for the operation and maintenance of the final remedies selected for the soil and for groundwater at the above-referenced site.

Slough will enter into an Operation and Maintenance Agreement ("O&M Agreement") with the Department of Toxic Substances Control ("DTSC") following the (a) selection of the final remedy for groundwater and completion of that final remedy by Cherokee and (b) completion of any required construction of the final soil-related remedies for the Site (including the installation of the cap concurrent with the construction of the buildings covered by the Site Plan). The O&M Agreement will provide for adequate financial assurance in accordance with California Code of Regulations, title 22, section 66265.143 for the operation and maintenance activities required by the DTSC-approved Site Management Plan (May 2002) and Operation and Maintenance Plan and any revision thereof.

Slough will also enter into a Land Use Covenant or amend the existing Land Use Covenant, if deemed necessary by DTSC, after the issues related to the proposed child care center are resolved. Slough will cooperate with DTSC to ensure that all site activities, including any required corrective action activity, response action activity, and operation and maintenance activity, will be carried out in accordance with applicable laws, regulations and guidance documents.

Sincerely,



Jonathan M. Bergschneider
Vice President of Slough Estates USA Inc.,
Managing Member of Slough SSF, LLC

cc: Mohinder Sandhu, Chief
Standardized Permitting and Corrective Action Branch
Department of Toxic Substances Control
8800 CalCenter Drive
Sacramento, California 95826

Gregory Honzay
Standardized Permitting and Corrective Action Branch
Department of Toxic Substances Control
8800 CalCenter Drive
Sacramento, California 95826

Orchid Kwei, Senior Staff Counsel
Office of Legal Counsel
Department of Toxic Substances Control
P. O. Box 806
Sacramento, CA 95812-0806

Genentech, Inc.
1 DNA Way
South San Francisco, CA 94080
Attn: Gary Van Housen

EXHIBIT E

NOTICE OF PROPERTY TRANSFER AND COVENANT NOT TO SUE

_____[Name of Owner] (the
"Undersigned") became an Owner [Holder of a Property Interest] of
_____[Address], California (the "Site") on
_____. Capitalized terms not defined herein shall
have the meaning ascribed in the Agreement (hereinafter defined).

1. The Undersigned, by signing below, verifies that it has read the Agreement and Covenant Not to Sue (the "Agreement"), DTSC Docket No. _____.
2. The Undersigned understands and agrees that Section 5.1 of the Agreement contains a DTSC Covenant not to pursue enforcement actions against the Owner of the Site (the "DTSC Covenant").
3. The Undersigned also understands and agrees that it may enjoy the benefits of the DTSC Covenant only if the Undersigned covenants not to sue the DTSC pursuant to the covenant set forth in Section 5.4 of the Agreement.
4. The Undersigned further understands and agrees that its right to rely upon and benefit from the DTSC Covenant is expressly subject to and conditioned upon its own, and only its own, compliance with its obligations under the Agreement, including all exhibits, attachments, and appendices thereto.
5. Submittals to the Undersigned, pursuant to Section 9.7 of the Agreement, shall be addressed as follows:

[Name of Company] _____
[Street Address] _____
[City, County, _____
State, Zip Code] _____
Attention: _____
Telephone: _____
Fax: _____

The Undersigned, by signing below, verifies that (i) it is aware that hazardous substances and hazardous wastes have been found within the boundaries of the Site, and (ii) such condition renders its interest in the Site subject to the Agreement and to all applicable laws and regulations of the State of California.

The Undersigned, by signing below, certifies that she or he is fully authorized to enter into the terms and conditions of this Notice and to execute and legally bind the Owner to this Notice.

Dated: _____

[Typed Name of Person Authorized to
Sign on Behalf of Owner]
Title: _____

To become effective, this Notice must be sent by United States mail, postage paid, certified, return receipt requested to:

Regional Branch Chief
Attention: Project Manager [two copies]
Standardized Permitting and Corrective Action Branch
Department of Toxic Substances Control
700 Heinz Avenue
Berkeley, CA 94710

This Notice shall be effective three business days after deposit in the mail if mailed by United States mail, postage paid, certified, return receipt requested.